

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Recruit Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s), or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular does not constitute an offer of, nor is it calculated to invite offers for, the shares or other securities been allotted with a view to any of them being offered for sale to members of the public. No new shares will be issued in connection with, or pursuant to, the publication of this document.



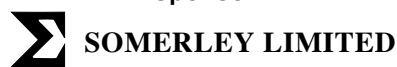
## **RECRUIT HOLDINGS LIMITED**

**才庫媒體集團有限公司\***

*(Continued in Bermuda with limited liability)*  
**(Stock code on GEM: 8073)**

**PROPOSED VOLUNTARY WITHDRAWAL OF LISTING ON  
THE GROWTH ENTERPRISE MARKET OF  
THE STOCK EXCHANGE OF HONG KONG LIMITED,  
WAIVER OF THE MINIMUM NOTICE PERIOD IN RESPECT OF  
THE PROPOSED VOLUNTARY WITHDRAWAL,  
PROPOSED ADOPTION OF THE PROPOSED SHARE OPTION SCHEME,  
PROPOSED TERMINATION OF THE GEM SHARE OPTION SCHEME,  
GRANT OF NEW GENERAL MANDATES  
AND  
REVOCAION OF EXISTING GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES**

**Sponsor**



A notice convening a special general meeting of the Company (the "SGM") to be held at 10:00 a.m. on Friday, 13 July 2007 at 26th Floor, 625 King's Road, North Point, Hong Kong is set out on pages 31 to 35 of this circular. Whether or not you are able to attend the SGM in person, please complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the office of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the SGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM should you so wish.

This circular will remain on the pages of "Latest Company Announcements" on the GEM website at <http://www.hkgem.com> for at least seven days from the date of its posting.

## **CHARACTERISTICS OF GEM**

**GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

**The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. GEM-listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.**

# CONTENTS

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Responsibility statement</b> .....	4
<b>Expected timetable</b> .....	5
<b>Letter from the Board</b> .....	6
<b>Appendix I – Summary of the principal terms of the Proposed Share Option Scheme</b> .....	16
<b>Appendix II – Purchase by the Company of its own securities</b> .....	27
<b>Notice of SGM</b> .....	31

## DEFINITIONS

*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“associate(s)”	the meaning ascribed to it in the Listing Rules
“Board”	the board of Directors
“Business Day”	any day (other than a Saturday or Sunday) on which banks in Hong Kong are open for business
“Bye-laws”	the Bye-laws of the Company
“Companies Act”	the Companies Act of Bermuda 1981 (as amended)
“Company”	Recruit Holdings Limited, a company incorporated on 13 March 2000 in the Cayman Islands with limited liability and redomiciled to Bermuda on 29 January 2003
“connected person(s)”	the meaning ascribed to it in the Listing Rules
“Director(s)”	the director(s) of the Company
“Effective Date”	the date on which withdrawal of the listing of the Shares on GEM becoming effective and dealings in the Shares on the Main Board commence, expected to be 23 July 2007
“Existing General Mandates”	the general mandates to issue Shares and repurchase Shares granted at the annual general meeting of the Company held on Friday, 13 April 2007
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“GEM Share Option Scheme”	the share option scheme adopted by the Company on 3 July 2000
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

## DEFINITIONS

“Introduction Document”	the introduction document dated 27 June 2007 issued by the Company in connection with the Proposed Introduction
“Latest Practicable Date”	20 June 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) and which stock market continues to be operated by the Stock Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM
“Option(s)”	an option(s) to subscribe for Shares pursuant to the Proposed Share Option Scheme
“Proposed Introduction”	the proposed listing of the Shares on the Main Board by way of introduction pursuant to the Listing Rules
“Proposed Share Option Scheme”	the share option scheme proposed to be conditionally adopted at the SGM, a summary of the principal terms of which is set out in Appendix I to this circular
“Proposed Withdrawal”	the proposed voluntary withdrawal of the listing of the Shares on GEM
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Shares as at the date of passing resolution numbered 4 in the notice of SGM
“SFO”	Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong
“SGM”	a special general meeting of the Company to be convened and held at 10:00 a.m. on Friday, 13 July 2007 at 26th Floor, 625 King’s Road, North Point, Hong Kong or any adjournment thereof

## DEFINITIONS

“Share(s)”	share(s) of nominal value of HK\$0.20 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares or options, warrants or similar rights to subscribe for any Shares with an aggregate amount not exceeding 20% of the aggregate nominal amount of the issued share capital of Shares as at the date of passing the resolution numbered 3 in the notice of SGM
“Somerley” or “Sponsor”	Somerley Limited, the sponsor of the Proposed Introduction and a corporation licensed under the SFO to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	the meaning ascribed to it in the Listing Rules
“Takeovers Code”	The Hong Kong Code on takeovers and mergers
“%”	per cent.

## **RESPONSIBILITY STATEMENT**

This circular (including, without limitation, the Appendices hereto) includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief:

- (i) the information contained in this circular is accurate and complete in all material aspects and not misleading;
- (ii) there are no other matters the omission of which would make any statement herein misleading; and
- (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

## EXPECTED TIMETABLE

The expected timetable for the Proposed Withdrawal and the Proposed Introduction is set out below:

Despatch of the Introduction Document,  
this circular, notice of the SGM and  
related form of proxy to the Shareholders ..... Wednesday, 27 June 2007

Latest time for lodgement of  
form of proxy for the SGM ..... 10:00 a.m on Wednesday, 11 July 2007

SGM ..... 10:00 a.m on Friday, 13 July 2007

Announcement of results of the  
SGM and the notice of the Proposed Withdrawal  
published in the China Daily (in English),  
the Hong Kong Commercial Daily (in Chinese)  
and on GEM website at [www.hkgem.com](http://www.hkgem.com) ..... Monday, 16 July 2007

Latest time of dealings in the Shares on GEM ..... 4:00 p.m. Friday, 20 July 2007

Withdrawal of listing of the Shares  
on GEM effective from ..... 9:30 a.m. on Monday, 23 July 2007

Dealings in the Shares on the Main Board  
to commence at ..... 9:30 a.m. on Monday, 23 July 2007

### *Notes:*

1. All times and dates refer to Hong Kong local times and dates.
2. Shareholders will be informed by public announcement of any changes in the expected timetable.





**RECRUIT HOLDINGS LIMITED**

**才庫媒體集團有限公司\***

*(Continued in Bermuda with limited liability)*

**(Stock code on GEM: 8073)**

*Executive Directors:*

Lau Chuk Kin (*Chairman*)

Ho Suk Yi

Peh Tun Lu, Jefferson

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

*Non-executive Director:*

Wan Siu Kau

Lee Ching Ming, Adrian

Peter Stavros Patapios Christofis

Lam Mei Lan

*Principal place of business*

*in Hong Kong:*

26th Floor

625 King's Road

North Point

Hong Kong

*Independent non-executive Directors:*

Ling Lee Ching Man, Eleanor

Cheng Ping Kuen, Franco

Tyen Kan Hee, Anthony

27 June 2007

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED VOLUNTARY WITHDRAWAL OF LISTING ON  
THE GROWTH ENTERPRISE MARKET OF  
THE STOCK EXCHANGE OF HONG KONG LIMITED,  
WAIVER OF THE MINIMUM NOTICE PERIOD IN RESPECT OF  
THE PROPOSED VOLUNTARY WITHDRAWAL,  
PROPOSED ADOPTION OF THE PROPOSED SHARE OPTION SCHEME,  
PROPOSED TERMINATION OF THE GEM SHARE OPTION SCHEME,  
GRANT OF NEW GENERAL MANDATES  
AND  
REVOCATION OF EXISTING GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES**

**INTRODUCTION**

Reference is made to the announcements of the Company dated 9 March 2007 and 22 June 2007 respectively, pursuant to which, among other things, the Board announced that Somerley and AMS Corporate Finance Limited had on behalf of the Company submitted an advance booking form to the Stock Exchange for the Proposed Introduction and notified

\* For identification only

## LETTER FROM THE BOARD

the Stock Exchange of the intention of the Company to implement the Proposed Withdrawal, conditional upon the conditions set out in the paragraph headed “Conditions of the Proposed Withdrawal and the Proposed Introduction” below. On 22 June 2007, the Listing Committee of the Main Board granted an approval in principle of the Proposed Introduction.

In connection with the Proposed Introduction, the Directors propose to terminate the GEM Share Option Scheme and adopt the Proposed Share Option Scheme and to grant new general mandates to issue and repurchases Shares in substitution for the Existing General Mandates.

The purpose of this circular is to give you further information on, among other things, the Proposed Withdrawal and the Proposed Introduction, the proposed adoption of the Proposed Share Option Scheme and the proposed termination of the GEM Share Option Scheme, the proposed reduction of the minimum notice period for the Proposed Withdrawal, and the proposed grant of new general mandates to issue and repurchase Shares in substitution for the Existing General Mandates, to be proposed at the SGM. The notice of the SGM is set out on pages 31 to 35 of this circular.

### **THE PROPOSED WITHDRAWAL AND THE PROPOSED INTRODUCTION**

On 9 March 2007, Somerley and AMS Corporate Finance Limited had on behalf of the Company submitted an advance booking form to the Stock Exchange for the listing of, and permission to deal in, on the Main Board (i) the 275,442,000 Shares in issue; (ii) 2,332,000 Shares which may be issued upon the exercise of the outstanding options which were granted under the GEM Share Option Scheme; and (iii) any Shares which may fall to be issued upon the exercise of the options (subject to an initial limit of 10% of the aggregate number of Shares in issue on the date of the SGM) which may be granted under the Proposed Share Option Scheme (which, assuming that there is no change in the total issued share capital of the Company from the Latest Practicable Date to the Effective Date, shall be 27,544,200 Shares). On 20 April 2007, AMS Corporate Finance Limited ceased to be a sponsor to the Company for the Proposed Introduction. AMS Corporate Finance Limited ceased to be eligible to act as a sponsor as one of the two principal supervisors ceased to act with effect from 16 April 2007.

The Sponsor, on behalf of the Company, has applied to the Listing Committee for the listing of, and permission to deal in, the Shares in issue on the Main Board. Immediately upon the Proposed Withdrawal becoming effective, the listing of the Shares on GEM will be withdrawn and the Shares as mentioned in the immediately preceding paragraph will be listed on the Main Board.

### **CONDITIONS OF THE PROPOSED WITHDRAWAL AND THE PROPOSED INTRODUCTION**

The Proposed Withdrawal and the Proposed Introduction are conditional upon:

- (i) the Listing Committee granting approval to the listing of, and permission to deal in, the Shares in issue and any Shares which may fall to be issued by the Company, on the Main Board, as described in the Introduction Document;

## LETTER FROM THE BOARD

- (ii) the passing of ordinary resolution(s) by the Shareholders at the SGM to approve, among other things, the Proposed Withdrawal and the proposed reduction in the notice period to not less than five Business Days for the Proposed Withdrawal;
- (iii) the granting of a waiver of strict compliance with the minimum three months' notice required under Rule 9.19(3) of the GEM Listing Rules by the Stock Exchange subject to the fulfillment of all the required conditions;
- (iv) the publication of a notice of the Proposed Withdrawal as required by the GEM Listing Rules after obtaining the approval of the Shareholders as referred to in (ii) above; and
- (v) the obtaining of all other relevant consents, if any, which are required in connection with the implementation of the Proposed Withdrawal and the Proposed Introduction and fulfillment of all the required conditions.

### **EFFECTS OF THE PROPOSED WITHDRAWAL AND THE PROPOSED INTRODUCTION**

Subject to the fulfilment of the conditions set out in the section headed “Conditions of the Proposed Withdrawal and the Proposed Introduction” above, it is expected that the last day of dealings in the Shares on GEM will be on the Business Day immediately prior to the Effective Date and dealings in the Shares on the Main Board will commence at 9:30 a.m. on the Effective Date. The Company will publish an announcement after the SGM on the results of the SGM and other information relating to the Proposed Withdrawal and the trading arrangements of the Shares with respect to the Proposed Withdrawal and the Proposed Introduction.

The Proposed Withdrawal and the Proposed Introduction will have no effect on the existing share certificates in respect of the Shares which will continue to be good evidence of legal title and will not involve any transfer or exchange of the existing share certificates. No new share certificates with new stock code will be issued. No change is proposed to be made to the board lot size, trading currency of the Shares, which is currently in Hong Kong dollars, and the registrars of the Shares, which is currently Computershare Hong Kong Investor Services Limited, in connection with the Proposed Withdrawal and the Proposed Introduction. Shares will continue to be traded in board lot of 6,000 Shares each upon the listing of the Shares on the Main Board.

**If and when the Shares are listed on the Main Board, you may be required to sign a new client agreement with your stockbroker.**

The continuing obligations of listed issuers under the Listing Rules and the GEM Listing Rules are not the same. For example, under the GEM Listing Rules, the Company is required to publish its quarterly results on the Internet website operated by the Stock Exchange. Upon the listing of the Shares on the Main Board, the Company will cease the practice of quarterly reporting. Upon cessation of quarterly reporting, the Group will follow the relevant requirements of the Listing Rules which include, among other things, the requirement that it publishes its interim results and annual results within three months and four months from the end of the relevant period or financial year-end respectively.

## LETTER FROM THE BOARD

The Directors believe that the discontinuation of quarterly reporting will not affect transparency in the affairs of the Company as the Company will disclose price sensitive information in compliance with the relevant requirements under the Listing Rules, and the discontinuation of quarterly reporting will save costs and free up the Company's human resources that otherwise could be deployed to other aspects of the operation of the Group's business.

The Directors are also of the view that following the reporting requirements under the Listing Rules is sufficient for providing investors and the Shareholders the performance of the Group during the relevant period.

### **REASONS FOR THE PROPOSED WITHDRAWAL AND THE PROPOSED INTRODUCTION**

The Company has been listed on GEM since 20 July 2000. The Board believes that the listing of the Shares on the Main Board will help to enhance the profile of the Group and increase the trading liquidity of the Shares by attracting larger institutional and retail investors. The Board considers that the listing of the Shares on the Main Board will be beneficial to the future growth, financial flexibility and business development of the Group.

Following the Proposed Introduction, the Board has no intention to change the business of the Group. The Group is principally engaged in the media advertising business, including recruitment, inflight magazine and statutory announcement, and printing business.

The Proposed Introduction will not involve any issue of new Shares or fund raising by the Company.

### **WAIVER FROM STRICT COMPLIANCE WITH THE MINIMUM NOTICE PERIOD IN RESPECT OF THE PROPOSED WITHDRAWAL**

Pursuant to Rule 9.19 of the GEM Listing Rules, an issuer that has an alternative listing on another regulated, regularly operating, open stock exchange or securities market recognised for this purpose by the Stock Exchange, may not voluntarily withdraw its listing on GEM unless:

- (i) the prior approval of shareholders has been obtained by way of an ordinary resolution passed at a duly convened meeting of the shareholders of the issuer;
- (ii) the prior approval of holders of any other class of listed securities, if applicable, has been obtained; and
- (iii) the issuer has given its shareholders and holders of any other class of listed securities, if applicable, at least 3 months notice of the proposed withdrawal of the listing. This minimum notice period must run from the date on which the shareholders approve the voluntary withdrawal of listing and such notice must include details of how to transfer securities to and trade those securities on the alternative market.

## LETTER FROM THE BOARD

In deciding whether an alternative listing is acceptable the Stock Exchange must be satisfied that the alternative market is open and readily accessible by Hong Kong investors. A market to which access by Hong Kong investors is restricted (for example, by foreign exchange controls) will not be acceptable.

As the Company does not have any other class of listed securities other than the Shares, the aforesaid requirement (ii) is not applicable to the Company.

In connection with the Proposed Withdrawal, the Company has applied for, and the Stock Exchange has granted, a waiver from strict compliance with the minimum three months' notice required under Rule 9.19(3) of the GEM Listing Rules, subject to the fulfillment of the following conditions:

- (i) the Listing Committee granting approval to the listing of, and permission to deal in, the Shares in issue and any Shares which may fall to be issued by the Company, on the Main Board, as described in the Introduction Document;
- (ii) in respect of the Shares, there is no change in the board lot size, the share certificates, the registrars of the Shares and the trading currency in connection with the Proposed Introduction;
- (iii) the prior approval of the Shareholders for the reduction in the notice period for the Proposed Withdrawal to a minimum period of five clear Business Days shall have been obtained; and
- (iv) there is no other fact that leads the Stock Exchange to believe that the reduced notice period is not feasible.

Accordingly, the SGM is convened to seek the approval of the Shareholders for, among other things, the Proposed Withdrawal and the proposed reduction in the notice period for the Proposed Withdrawal. After the Shareholders' approval has been obtained at the SGM, a notice of the Proposed Withdrawal will be published for not less than five clear Business Days prior to the Effective Date.

The Directors (including the independent non-executive Directors) consider that it is in the interests of the Company and the Shareholders as a whole that the notice period for the Proposed Withdrawal be reduced so that the Proposed Withdrawal and the Proposed Introduction can be carried out as soon as practicable after obtaining the relevant approvals from the Shareholders at the SGM.

## LETTER FROM THE BOARD

### **ADOPTION OF THE PROPOSED SHARE OPTION SCHEME AND TERMINATION OF THE GEM SHARE OPTION SCHEME**

In connection with the Proposed Introduction, the Directors propose to adopt the Proposed Share Option Scheme, the provisions of which will comply with the requirements of Chapter 17 of the Listing Rules, in substitution for the existing GEM Share Option Scheme, the provisions of which are in compliance with Chapter 23 of the GEM Listing Rules.

The Sponsor, on behalf of the Company, has applied to the Listing Committee for the listing of, and permission to deal in, on the Main Board, among other things, any Shares which may fall to be issued upon the exercise of the options (subject to an initial limit of 10% of the aggregate number of Shares in issue on the date of the SGM) which may be granted under the Proposed Share Option Scheme (which, assuming that there is no change in the total issued share capital of the Company from the Latest Practicable Date to the Effective Date, shall be 27,544,200 Shares).

The adoption of the Proposed Share Option Scheme is conditional upon:

- (i) the passing of ordinary resolution(s) by the Shareholders at the SGM to approve and adopt the Proposed Share Option Scheme and to authorise the Board to grant Options thereunder and to allot and issue Shares pursuant to the exercise of any Options;
- (ii) the Listing Committee granting the approval of the listing of, and permission to deal in, the Shares which fall to be issued pursuant to the exercise of any Options (subject to an initial limit of 10% of the aggregate number of Shares in issue on the date of the SGM); and
- (iii) the commencement of dealings in the Shares on the Main Board.

It is proposed that subject to the approval of the Shareholders at the SGM for the adoption of the Proposed Share Option Scheme, the GEM Share Option Scheme will be terminated and replaced by the Proposed Share Option Scheme after all the conditions of the Proposed Share Option Scheme have been fulfilled.

As at the Latest Practicable Date, the issued share capital of the Company comprised 275,442,000 Shares. Assuming that there is no change in the total issued share capital of the Company between the period from the Latest Practicable Date and the date of adoption of the Proposed Share Option Scheme, the number of Shares issuable pursuant to the Proposed Share Option Scheme and any other share option schemes of the Company on the proposed date of adoption of the Proposed Share Option Scheme will be 27,544,200 Shares, representing 10% of the total issued share capital of the Company as at the date of proposed adoption of the Proposed Share Option Scheme.

## LETTER FROM THE BOARD

A summary of the principal terms of the rules of the Proposed Share Option Scheme is set out in the Appendix I to this circular. The purpose of the Proposed Share Option Scheme is to reward participants, including the Directors and the employees, who have contributed to the Group and to encourage the participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and its Shareholders as a whole.

The Board considers it inappropriate to state the value of the Options as if they had been granted pursuant to the Proposed Share Option Scheme on the Latest Practicable Date given that a number of variables which are necessary for the calculation of the value of the Options cannot be ascertained at this stage. Such variables include the exercise price, exercise period, interest rate, expected stock price volatility and other relevant variables. The Board believes that any calculation of such value of any Options on the Latest Practicable Date would be based on a number of speculative assumptions and would therefore not be meaningful but would instead be misleading to the Shareholders.

As at the Latest Practicable Date, options had been granted under the GEM Share Option Scheme pursuant to which an aggregate of 2,332,000 Shares may be issued upon full exercise of such options. The Sponsor, on behalf of the Company, has applied to the Listing Committee for the listing of, and permission to deal in, on the Main Board, the 2,332,000 Shares which may be issued upon the exercise of the outstanding options which were granted under the GEM Share Option Scheme. The details of options granted under the GEM Share Option Scheme are as follow:

Date of grant	Number of Shares subject to outstanding options as at the Latest Practicable Date	Exercise price (HK\$)	Exercise period
2 July 2003	25,000	0.24	2 July 2004 to 2 July 2013
17 May 2004	1,249,000	0.28	17 May 2005 to 2 July 2013
9 December 2004	250,000	0.43	9 December 2005 to 2 July 2013
7 July 2005	808,000	0.80	7 July 2006 to 2 July 2013
	<hr style="width: 20%; margin: 0 auto;"/> <b>2,332,000</b> <hr style="width: 20%; margin: 0 auto;"/>		

## LETTER FROM THE BOARD

Prior to the SGM, the Company will not grant further options under the GEM Share Option Scheme. Upon termination of the GEM Share Option Scheme, no further options may be offered under the GEM Share Option Scheme. Besides the GEM Share Option Scheme, there is no subsisting share option scheme of the Company. Pursuant to the terms of the GEM Share Option Scheme, the outstanding 2,332,000 options previously granted but unexercised under the GEM Share Option Scheme will remain valid and exercisable in accordance with their terms of issue within one month after the termination of operation of the GEM Share Option Scheme.

### GENERAL MANDATES

The Directors are of the view that as the Existing General Mandates make specific references to GEM, in connection with the Proposed Introduction and to cater for the situation that the Shares are listed on the Main Board, ordinary resolutions will be proposed at the SGM to revoke the Existing General Mandates and to grant new general mandates to the Directors (i) to allot, issue and deal with Shares or options, warrants or similar rights to subscribe for any Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the relevant resolution; and (ii) to repurchase Shares with an aggregate nominal amount up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the relevant resolution. Both new general mandates will expire on the earliest of: (a) the conclusion of the next annual general meeting of the Company ("AGM"); (b) the expiration of the period within which the next AGM is required by the Bye-laws or the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda to be held; or (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by the relevant resolutions.

Another ordinary resolution will also be proposed at the SGM to add to the new general mandate to be granted to the Directors to allot, issue and deal with Shares by an amount representing the aggregate nominal amount of the share capital of the Company (up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the relevant resolution) repurchased under the Repurchase Mandate. The relevant resolution is set out as resolution no. 5 in the notice of the SGM.

An explanatory statement containing all relevant information relating to the Repurchase Mandate is set out in Appendix II to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the SGM.

The Directors confirm that they have not exercised the Existing General Mandates to issue Shares and repurchase Shares respectively after they have been granted to the Directors on 13 April 2007 and that they have no present intention to exercise such general mandates prior to the proposed listing of the Shares on the Main Board.



## LETTER FROM THE BOARD

### THE SGM

Notice of the SGM is set out on pages 31 to 35 of this circular. Ordinary resolutions will be proposed at the SGM to consider and, if thought fit, approve, among other matters, the following:

- (i) the Proposed Withdrawal and the proposed reduction in the notice period for the Proposed Withdrawal;
- (ii) the proposed adoption of the Proposed Share Option Scheme and the proposed termination of the GEM Share Option Scheme;
- (iii) the revocation of the Existing General Mandates and granting of the Share Issue Mandate and the Repurchase Mandate to the Directors; and
- (iv) the addition to the amount of Shares to be allotted and issued under the Share Issue Mandate by the amount representing the aggregate nominal amount of the share capital of the Company to be repurchased, under the Repurchase Mandate.

A form of proxy for the use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM in person, please complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the office of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806–1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding the SGM. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the SGM.

### PROCEDURES FOR DEMANDING A POLL

Subject to the requirements pursuant to Bye-law 66 of the Bye-laws, at any general meeting of the Company a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded. A poll may be demanded by:

- (a) the chairman of such meeting; or
- (b) at least three members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (c) a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or

## LETTER FROM THE BOARD

- (d) a member or members present in person or in case of a member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right; or
- (e) a person who is required under the rules of the designated stock exchange to demand a poll.

### DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the Introduction Document is enclosed with this circular, for information purposes only, and will also be available for inspection at the office of the Company at 26th Floor, 625 King's Road, North Point, Hong Kong during normal business hours for a period of 14 days from the date of despatch of this circular and at the SGM.

Copies of the rules of the GEM Share Option Scheme and the Proposed Share Option Scheme will be available for inspection at the office of the Company at 26th Floor, 625 King's Road, North Point, Hong Kong during normal business hours for a period of 14 days from the date of despatch of this circular and will also be available for inspection at the SGM.

### RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the Proposed Withdrawal, the proposed reduction in the notice period for the Proposed Withdrawal, the proposed adoption of the Proposed Share Option Scheme, the proposed termination of the GEM Share Option Scheme, the revocation of the Existing General Mandates and the granting of the Share Issue Mandate and the Repurchase Mandate are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors (including the independent non-executive Directors) recommend the Shareholders to vote in favour of all the ordinary resolutions to be proposed at the SGM.

### ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in Appendices to this circular.

Yours faithfully,  
For and on behalf of the Board  
**Recruit Holdings Limited**  
**Ho Suk Yi**  
*Executive Director*

The following is a summary of the principal terms of the rules of the Proposed Share Option Scheme proposed to be adopted by the Shareholders at the SGM to replace the GEM Share Option Scheme:

For the purpose of this appendix only, unless the context otherwise requires the following words shall have the following meanings:

“Adoption Date”	13 July 2007, the date on which the Proposed Share Option Scheme was conditionally adopted by resolutions of the Shareholders;
“Board”	the board of directors of the Company for the time being or a duly authorised committee thereof;
“Business Day”	any day (excluding a Saturday and Sunday) on which banks are generally open for business in Hong Kong;
“Date of Grant”	in respect of an Option, the Business Day on which the Board resolves to make an Offer to a Participant whether or not the Offer is subject to Shareholders’ approval on the terms of the Proposed Share Option Scheme;
“Grantee”	any Participant who accepts an Offer in accordance with the terms of the Proposed Share Option Scheme or (where the context so permits) a person entitled to any such Option in consequence of the death of the original Grantee or the legal personal representative of such person;
“Group”	the Company and its Subsidiaries;
“Offer”	the offer of the grant of an Option;
“Option”	an option to subscribe for Shares pursuant to the Proposed Share Option Scheme and for the time being subsisting;
“Option Period”	in respect of any particular Option, the period to be determined and notified by the Board to the Grantee at the time of making an Offer which shall not expire later than 10 years from the Date of Grant;

“Participants”	directors (including executive directors, non-executive directors and independent non-executive directors) and employees of any member of the Group and any advisors, consultants, distributors, contractors, suppliers, agents, customers, business partners, joint venture business partners, promoters and service providers to any member of the Group who the Board considers, in its sole discretion, have contributed or will contribute to the Group;
“Shareholder(s)”	holder(s) of the Shares;
“Shares”	ordinary shares of HK\$0.20 each in the share capital of the Company, or, if there has been a sub-division, reduction, consolidation, reclassification or reconstruction of the share capital of the Company, the shares forming part of the ordinary equity share capital of the Company or such nominal amount as shall result from any such sub-division, reduction, consideration, reclassification or reconstruction; and
“Subsidiary”	the meaning ascribed to it the Listing Rules.

The Proposed Share Option Scheme contains the following terms:

*(a) Purpose*

The purpose of the Proposed Share Option Scheme is to reward Participants who have contributed to the Group and to encourage Participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and its Shareholders as a whole.

*(b) Who may join*

The Directors may, at their discretion, invite Participants to take up Options at a price calculated in accordance with paragraph (d) below. An offer of Option shall remain open for acceptance by the Participant concerned for a period of 28 days from the Date of Grant provided that no such Offer shall be open for acceptance after the expiry of the Option Period or after the Proposed Share Option Scheme is terminated or after the Participant for whom the Offer is made has ceased to be a Participant. An Offer is deemed to be accepted when the Company receives from the Grantee the Offer letter signed by the Grantee specifying the number of Shares in respect of which the Offer is accepted and a remittance to the Company of HK\$1.00 as consideration for the grant of Option. Such remittance is not refundable in any circumstances. The Offer shall specify the terms on which the Option is to be granted. Such terms may at the discretion of the Board, include, among other

things, (i) the minimum period for which an Option must be held before it can be exercised; and/or (ii) a performance target that must be reached before an Option can be exercised in whole or in part; and (iii) any other terms, all of which may be imposed (or not imposed) either on a case-by-case basis or generally.

*(c) Grant of Options to connected persons or any of their associates*

Any grant of Options to any director, chief executive or substantial shareholder (as such term is defined in the Listing Rules) of the Company, or any of their respective associates under the Proposed Share Option Scheme or any other share option schemes of the Company or any of its Subsidiaries shall be subject to the prior approval of the independent non-executive directors of the Company (excluding independent non-executive directors who are the proposed Grantees of the Options in question). Where any grant of Options to a substantial shareholder or an independent non-executive director of the Company, or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled or outstanding) to such person in the 12-month period up to and including the date of such grant:

- (a) representing in aggregate over 0.1% of the Shares in issue on the date of such grant; and
- (b) having an aggregate value, based on the closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange on the Date of Grant, in excess of HK\$5 million,

such further grant of Options shall be subject to prior approval by resolution of the Shareholders (voting by way of poll) on which all connected persons of the Company abstain from voting in favour. The Company shall send a circular to the Shareholders in accordance with the Listing Rules.

*(d) Subscription price*

The subscription price for the Options shall be determined by the Board in its absolute discretion but in any event shall not be less than the higher of:

- (1) the closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange on the Date of Grant which must be a Business Day;
- (2) the average closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five Business Days immediately preceding the Date of Grant; and
- (3) the nominal value of the Shares.

(e) *Maximum number of Shares*

- (1) The maximum number of Shares which may be issued upon exercise of all Options to be granted under the Proposed Share Option Scheme and any other share option schemes of the Company shall not, in the absence of Shareholders' approval, in aggregate exceed 10% in nominal amount of the aggregate of Shares in issue on the Effective Date on the basis of 275,442,000 Shares in issue on the Effective Date. Options lapsed in accordance with the terms of the GEM Share Option Scheme and (as the case may be) such other GEM Share Option Schemes of the Company will not be counted for the purpose of calculating the Scheme Mandate Limit.

The Scheme Mandate Limit may be renewed at any time with prior Shareholders' approval but in any event, the total number of Shares which may be issued upon exercise of all Options to be granted under the Proposed Share Option Scheme and any other share option schemes of the Company under the limit as refreshed must not exceed 10% of the Shares in issue as at the date of approval of the renewal of the Scheme Mandate Limit. Options previously granted under the Proposed Share Option Scheme and any other share option scheme(s) of the Company (including those outstanding, cancelled, lapsed in accordance with the terms or exercised options) will not be counted for the purpose of calculating the refreshed Scheme Mandate Limit.

- (2) Notwithstanding the foregoing, the Company may grant Options beyond the Scheme Mandate Limit to Participants if:
- (i) separate Shareholders' approval has been obtained for granting Options beyond the Scheme Mandate Limit to Participants specifically identified by the Company before such Shareholders' approval is sought; and
  - (ii) the Company, in connection with the seeking of such separate Shareholders' approval, has first sent a circular to the Shareholders containing such information as may be required by the Listing Rules then prevailing to be included in such circular.
- (3) Subject to paragraph (4) below, the maximum number of Shares issued and to be issued upon exercise of the Options granted to each Grantee under the Proposed Share Option Scheme (including both exercised and outstanding Options) in any 12-month period shall not (when aggregated with any Shares subject to options

granted during such period under any other share option scheme (s) of the Company other than those options granted pursuant to specific approval by the Shareholders in a general meeting) exceed 1% of the Shares in issue for the time being (the "Individual Limit").

- (4) Where any further grant of Options to a Participant would result in the Shares issued and to be issued upon exercise of all Options granted and to be granted to such person (including exercised, cancelled and outstanding Options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the Shares in issue, such further grant must be separately approved by Shareholders in general meeting with such Participant and his associates abstaining from voting. The Company must send a circular to the Shareholders disclosing the identity of the Participant in question, the number and terms of the Options to be granted (and Options previously granted to such Participant) and such other information required under the Listing Rules.

*(f) Maximum number of Options to any one individual*

At any time, the maximum number of Shares which may be issued upon exercise of all Options which then have been granted and have yet to be exercised under the Proposed Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 30% of the Shares in issue from time to time (the "Scheme Limit").

*(g) Time of exercise of option*

An Option may be exercised in accordance with the terms of the Proposed Share Option Scheme at any time during the period to be determined and notified by the Board to each Grantee, at the time of making an Offer which shall not expire later than 10 years from the Date of Grant.

*(h) Rights are personal to grantees*

An Option shall be personal to the Grantee and shall not be assignable or transferable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to any Option.

(i) (1) *Rights on termination of employment by dismissal*

- (i) If the Grantee ceases to be a Participant by reason of the termination of his employment or directorship on the grounds that he has been guilty of serious misconduct, bankruptcy or is unable to pay his debts when they fall due, insolvency, making any arrangement or compromise with his creditors generally, conviction of any criminal offence involving his integrity or honesty or on any other ground on which an employer would be entitled to terminate his employment summarily, his Option (to the extent not already exercised) shall lapse automatically and shall not be exercisable on or after the date of termination of his employment.
- (ii) If the Grantee who is an employee or a director of the Company or another member of the Group ceases to be a Participant for any reason other than his death or termination of his employment or directorship or one or more of the grounds specified in (i)(1)(i) above, the Option (to the extent not already exercised) shall lapse on the date of cessation or termination of his employment and shall on that day cease to be exercisable.

(2) *Rights on death*

If the Grantee ceases to be a Participant by reason of his death before exercising his Option in full and none of the events which would be a ground for termination of his employment as described in paragraph (i)(1)(i) above have arisen, his personal representative(s) may exercise the Option up to the Grantee's entitlement as at the date of death (to the extent not already exercised) until the earlier of (i) the period of 12 months following his death or (ii) the last day of the original Option Period as specified in the letter containing the Offer concerned.

(3) *Rights on cessation to be a participant*

If the Grantee who is not an employee or a director of the Company ceases to be a Participant as and when determined by the Board by resolution for any reason other than his death, the Board may by written notice to such Grantee within one month from the date of such cessation determine the period within which the Option (or such remaining part thereof) shall be exercisable following the date of such cessation.



*(j) Effect of alterations to share capital*

In the event of an alteration in the capital structure of the Company whilst any Option remains exercisable by way of capitalisation of profits or reserves, bonus issue, rights issue, open offer, subdivision or consolidation of shares, or reduction of the share capital of the Company in accordance with legal requirements and requirements of the Stock Exchange (other than any alteration in the capital structure of the Company as a result of an issue of Shares as consideration in a transaction to which the Company is a party), corresponding adjustments (if any) shall be made to:

- (1) the number or nominal amount of Shares subject to the Option so far as unexercised; or
- (2) the subscription price for the Option,

or any combination thereof, provided that:

- (i) any such adjustments give a Grantee the same proportion of the equity capital of the Company as that to which that Grantee was previously entitled; and
- (ii) notwithstanding paragraph (j)(i) above, any adjustments as a result of an issue of securities with a price-dilutive element, such as a rights issue, open offer or capitalisation issue, shall be made in accordance with the Supplementary Guidance on the Listing Rule 17.03(13) issued by the Stock Exchange on 5 September 2005 and all, such other relevant guidelines or supplementary guidance as may be issued by the Stock Exchange from time to time

but no such adjustments shall be made to the extent that a Share would be issued at less than its nominal value.

In respect of any such adjustments, an auditor of the Company for the time being or a financial adviser or the Company's auditors must confirm to the Directors in writing that the adjustments satisfy the requirements set out in paragraphs (j)(i) and (j)(ii) above.

*(k) Rights on a general offer by way of takeover*

In the event of a general offer by way of takeover or otherwise (other than by way of scheme of arrangement) being made to all the Shareholders (or all such Shareholders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror) and such offer becomes or is declared unconditional prior to the expiry date of the relevant Option, the Company shall forthwith notify all the

Grantees and any Grantee (or his legal personal representative) shall be entitled to exercise the Option in full (to the extent not already exercised) or to the extent as notified by the Company at any time within such period as shall be notified by the Company.

*(l) Rights on a general offer by way of scheme of arrangement*

In the event of a general offer for Shares by way of scheme of arrangement being made to all the Shareholders and has been approved by the necessary number of Shareholders at the requisite meetings, the Company shall forthwith notify all the Grantees and any Grantee (or his legal personal representative) may at any time thereafter (but before such time as shall be notified by the Company) exercise the Option either to its full extent or to the extent notified by the Company.

*(m) Rights on winding up*

In the event a notice is given by the Company to the Shareholders to convene a Shareholders' meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind up the Company, the Company shall forthwith give notice thereof to the Grantee and the Grantee (or his legal personal representative) may at any time thereafter (but before such time as shall be notified by the Company) exercise the Option either to its full extent or to the extent notified by the Company and the Company shall as soon as possible and in any event no later than three days prior to the date of the proposed Shareholders' meeting, allot, issue and register in the name of the Grantee such number of fully paid Shares to the Grantee which fall to be issued on exercise of such Option.

*(n) Rights on a compromise or arrangement*

In the event of a compromise or arrangement (other than a scheme of arrangement) between the Company and its members or creditors is proposed in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies, the Company shall give notice to all the Grantees on the same date as it gives notice of the meeting to its members or creditors to consider such a compromise or arrangement, and any Grantee (or his legal personal representative) may at any time thereafter but before such time as shall be notified by the Company exercise the Option either to its full extent or to the extent notified by the Company, and the Company shall as soon as possible and in any event no later than three days prior to the date of the proposed Shareholders' meeting, allot, issue and register in the name of the Grantee such number of fully paid Shares which fall to be issued on exercise of such Option.

*(o) Ranking of Shares*

The Shares to be allotted upon the exercise of an Option shall be subject to all the provisions of the memorandum of continuance and bye-laws of the Company for the time being in force and shall rank pari passu in all respects with the existing fully paid Shares in issue on the date on which those Shares are allotted on exercise of the Option and accordingly shall entitle the holders to participate in all dividends or other distributions paid or made after the date on which the Shares are allotted other than any dividend or distribution previously declared or recommended or resolved to be paid or made if the record date thereof shall be on or before the date on which the Shares are allotted.

*(p) Period of the Proposed Share Option Scheme*

The Proposed Share Option Scheme was adopted for a period of 10 years commencing on Adoption Date. The Company may, by ordinary resolution in general meeting or such date as the Board determines, terminate the Proposed Share Option Scheme at any time without prejudice to the exercise of Options granted prior to such termination.

*(q) Alterations to the Proposed Share Option Scheme*

Those specific provisions of the Proposed Share Option Scheme which relate to the matters set out in Rule 17.03 of the Listing Rules cannot be altered to the advantage of the Participants, and changes to the authority of the Board in relation to any alteration of the terms of the Proposed Share Option Scheme shall not be made, in either case, without the prior approval of Shareholders in general meeting. Any alterations to the terms and conditions of the Proposed Share Option Scheme which are of a material nature, or any change to the terms of Options granted, must also, to be effective, be approved by the Shareholders in general meeting, except where the alterations take effect automatically under the existing terms of the Proposed Share Option Scheme. The Proposed Share Option Scheme so altered must comply with Chapter 17 of the Listing Rules.

*(r) Conditions of the Proposed Share Option Scheme*

The Proposed Share Option Scheme shall take effect subject to:

- (1) the passing of the ordinary resolutions by the Shareholders at the SGM to approve and adopt the Proposed Share Option Scheme and to authorise the Board to grant Options thereunder and to allot and issue Shares pursuant to the exercise of any Options;

- (2) the Listing Committee (as defined in the Listing Rules) of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares which fall to be issued pursuant to the exercise of any Options (subject to an initial limit of 10% of the aggregate number of Shares in issue on the date of the SGM (assuming that there is no change in the total issued share capital of the Company from the Latest Practicable Date to the Effective Date, shall be 27,544,200 Shares)); and
- (3) the commencement of dealings in Shares on the Main Board.

*(s) Lapse of Option*

An Option shall lapse automatically and shall not be exercisable (to the extent not already exercised) on the earliest of:

- (1) the expiry of the Option Period;
- (2) the expiry of the periods referred to in paragraph (g), (i)(1) or (i)(3) above respectively;
- (3) the expiry of the period referred to in paragraph (k) above, subject to any court of competent jurisdiction not making an order to prohibit the offeror from acquiring the remaining Shares in the Offer;
- (4) subject to the scheme of arrangement becoming effective, the expiry of the period referred to in paragraph (l) above;
- (5) the date of commencement of the winding-up of the Company;
- (6) the date on which the Grantee ceases to be a Participant as referred to in paragraph (i)(1) above;
- (7) the date on which the Grantee commits a breach by selling, transferring, charging, mortgaging, encumbering or creating any interest in favour of any third party over or in relation to any Option; and
- (8) subject to paragraph (i)(1)(i) above, the date the Grantee ceases to be a Participant for any other reason.

*(t) Termination of the Proposed Share Option Scheme*

The Company by ordinary resolution in general meeting or the Board may at any time terminate the Proposed Share Option Scheme and in such event no further Options will be offered or granted but in all other respects the provisions of the Proposed Share Option Scheme shall remain in full force and effect in respect of Options which are granted during the life of the Proposed Share Option Scheme and which remain unexpired immediately prior to termination of the operation of the Proposed Share Option Scheme.

*(u) Restriction on Grant of Option*

In addition, a grant of Options may not be made after a price sensitive event has occurred or a price sensitive matter has been the subject of a decision until such price sensitive information has been published in the newspapers pursuant to Rule 17.05 of the Listing Rules, in particular, during the period commencing one month immediately preceding the earlier of:

- (1) the date of the board meeting of the Company (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's results for any year, half-year, or quarterly or any other interim period (whether or not required under the Listing Rules); and
- (2) the deadline for the Company to publish an announcement of its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules);

and ending on the date of the results announcement, no Option may be granted.

*(v) Cancellation*

Any Options granted but not exercised may be cancelled if the Grantee so agrees.

This section includes the information required by the Stock Exchange to be included in this document concerning the purchase by the Company of its own securities.

**(a) Provisions of the Listing Rules**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to purchase their securities on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

*(1) Shareholders' approval*

The Listing Rules provide that all purchases of securities on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of Shareholders, either by way of general mandate or by specific approval in relation to specific transactions.

*(2) Source of funds*

Purchases must be funded out of funds legally available for the purpose in accordance with the memorandum of continuance and Bye-laws of the Company and the applicable laws of Bermuda. A listed company may not purchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Any purchase by the Company may be made out of the profits of the Company or out of a fresh issue of shares made for the purpose of the purchase or if authorised by the Bye-laws and subject to the Companies Act, out of capital and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Bye-laws and the Companies Act, out of capital.

The Directors do not propose to exercise the purchase mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company. However, there might be a material adverse impact on the working capital requirements of the Company as set out in this document in the event that the Repurchase Mandate is exercised in full.

*(3) Status of purchased securities*

The listing of all purchased securities (whether on the Stock Exchange or, otherwise) is automatically cancelled and the relative certificates must be cancelled and destroyed. Under Bermuda law, a company's purchased shares may be treated as cancelled and to the extent they are cancelled, the amount of the company's issued share capital shall be reduced by the aggregate nominal value of the purchased shares accordingly although the authorised share capital of the company will not be reduced.

(4) *Connected parties*

The Listing Rules prohibit a company from knowingly repurchasing securities on the Stock Exchange from a “connected person”, that is, a Director, chief executive of the Company or substantial shareholder or any of its subsidiaries or their respective associates and a connected person shall not knowingly sell his securities to the company.

**(b) Reasons for purchases**

The Directors believes that it is in the best interests of the Company and its Shareholders for the Board to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market at any appropriate time. Such repurchase may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

**(c) Exercise of the Repurchase Mandate**

Exercise in full of the Repurchase Mandate on the basis of 275,442,000 Shares in issue as at 13 July 2007, the date of the Company’s SGM (assuming there is no change to number of Shares from the Latest Practicable Date to the SGM), could accordingly result in up to 27,544,200 Shares being purchased by the Company during the period prior to (1) the conclusion of the next annual general meeting of the Company; (2) the expiration of the period within which the next annual general meeting of the Company is required by the Bermuda law or the Bye-laws to be held; or (3) the revocation or variation of the Repurchase Mandate by ordinary resolution of shareholders in a general meeting, whichever occurs first.

**(d) Share repurchase made by the Company**

No purchase of Shares has been made by the Company in the six months preceding the Latest Practicable Date, whether on GEM or otherwise.

**(e) General**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates have any present intention to sell any Shares to the Company or its subsidiaries if the Repurchase Mandate is exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Bye-laws and the applicable Bermuda laws.

## **APPENDIX II PURCHASE BY THE COMPANY OF ITS OWN SECURITIES**

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code. The Directors are not aware of any consequence which would arise under the Takeovers Code as a result of any repurchase of Shares if the Repurchase Mandate is exercised in full.

As at the Latest Practicable Date and to the best knowledge of the Directors, City Apex, who held approximately 64.61% of the issued share capital of the Company, was the only substantial shareholder of the Company, having interests in 10% or more of the issued share capital of the Company. City Apex is beneficially owned as to 77% by ER2. Mr. Lau Chuk Kin and Mr. Wan Kiu Kau, directors of the Company, are interested in approximately 67% and 12% of the issued share capital of ER2 respectively. In the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the Repurchase Mandate, the shareholding of City Apex in the Company would be increased to approximately 71.79% and such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code.

Assuming that there is no issue of Shares between the date of this document and the date of a repurchase, an exercise of the Repurchase Mandate, whether in whole or in part, may result in the Shares being held by the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange. The Directors do not intend to exercise the Share Repurchase Mandate to such an extent that the public shareholding will be less than such minimum percentage.

As at the Latest Practicable Date, no connected person (as defined in the GEM Listing Rules) has notified the Company that he has a present intention to sell any of the Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.



<b>APPENDIX II</b>	<b>PURCHASE BY THE COMPANY OF ITS OWN SECURITIES</b>
--------------------	--

## SHARE PRICES

The highest and lowest prices at which the Shares have been traded on GEM during each of last twelve complete months were at follows:

	Share price	
	Highest (HK\$)	Lowest (HK\$)
<b>2006</b>		
June	1.00	0.75
July	1.50	0.94
August	1.46	1.10
September	1.22	1.11
October	1.60	1.15
November	1.40	1.20
December	1.36	1.15
<b>2007</b>		
January	1.20	1.00
February	1.55	1.14
March	1.58	1.27
April	1.36	1.25
May	1.48	1.27
June (up to and including the Latest Practicable Date)	1.92	1.37



**RECRUIT HOLDINGS LIMITED**

**才庫媒體集團有限公司\***

*(Continued in Bermuda with limited liability)*

**(Stock code on GEM: 8073)**

**NOTICE IS HEREBY GIVEN THAT** a special general meeting of **RECRUIT HOLDINGS LIMITED** will be convened at 10:00 a.m. on Friday, 13 July 2007 at 26th Floor, 625 King's Road, North Point, Hong Kong for the purposes of considering and, if thought fit, passing the following resolutions each of which will be proposed (with or without modification) as an ordinary resolution of the Company:–

**ORDINARY RESOLUTIONS**

1. **“THAT** conditional upon:–

- (1) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the listing of, and permission to deal in, on the main board (the “Main Board”) of the Stock Exchange (i) the shares of HK\$0.20 each in the issued share capital of the Company (the “Shares”); (ii) the Shares which may be issued upon the exercise of the outstanding options which were granted under the share option scheme adopted by the Company on 3 July 2000 (the “GEM Share Option Scheme”); (iii) any Shares which may be issued upon the exercise of any options which may be granted under the Proposed Share Option Scheme (as defined in the resolution numbered 2 set out in the notice of the special general meeting of the Company dated 27 June 2007); and
- (2) the publication by the Company of a notice in respect of the proposed withdrawal of listing of the Shares on the Growth Enterprise Market of the Stock Exchange (“GEM”) (the “Proposed Withdrawal”) not less than five clear days (other than a Saturday or Sunday) on which banks in Hong Kong are open for business (“Business Days”), prior to the date on which the Proposed Withdrawal is effective;

the listing of the Shares on GEM be cancelled with effect from such date and time as the Directors of the Company may by resolution designate, and the Directors be and are hereby authorised generally to do all such acts as they may deem necessary, desirable or expedient in connection therewith.”

\* For identification only

## NOTICE OF SGM

2. **“THAT** conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, on the Main Board (i) the Shares (as defined in resolution numbered 1 set out in the notice of the special general meeting of the Company dated 27 June 2007; (ii) the Shares which may be issued upon the exercise of any options which were granted under the GEM Share Option Scheme (as defined in resolution numbered 1 set out in the notice of this meeting); and (iii) the Shares which may be issued upon the exercise of any options which may be granted under the new share option scheme (the “Proposed Share Option Scheme”) (the rules of which are set out in the document marked “A” produced to this meeting and initialled by the Chairman of this meeting for the purpose of identification);
- (a) the Proposed Share Option Scheme be and is hereby approved and adopted by the Company and the Directors be and are hereby authorised, at their absolute discretion, to grant options to subscribe for Shares thereunder and to allot, issue and deal with any Shares pursuant to the exercise of the subscription rights under any options which may be granted under the Proposed Share Option Scheme and to do all such acts as the Directors may in their absolute discretion consider necessary or expedient in order to give full effect to the Proposed Share Option Scheme;
  - (b) the GEM Share Option Scheme be and is hereby terminated with effect from the date on which the Proposed Share Option Scheme becomes unconditional; and
  - (c) the notice period required under Rule 9.19(3) of the Rules Governing the Listing of Securities on The Growth Enterprise Market of the Stock Exchange in connection with the Proposed Withdrawal be reduced to a minimum period of five clear Business Days on which the shareholders of the Company shall have approved the Proposed Withdrawal.”
3. **“THAT**
- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares (as defined in resolution numbered 1 set out in the notice of the special general meeting of the Company dated 27 June 2007) in the share capital of the Company and to make or grant offers, arrangements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;

## NOTICE OF SGM

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any option under any share option schemes of the Company or any other option scheme or similar arrangement for the time being adopted for the grant of issue of Shares or rights to acquire Shares; or (iii) any scrip dividend or similar arrangement providing for the allotment and issue Shares in lieu of the whole or part of dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;
- (d) for the purposes of this Resolution, “Relevant Period” means the period from the date of passing this Resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, or any applicable law of Bermuda to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.

“Rights Issue” means an offer of shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their holding of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements, of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company); and

- (e) the general mandate to issue Shares granted to the Directors on 13 April 2007 be and is hereby revoked.”

## NOTICE OF SGM

### 4. "THAT

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its Shares on the Stock Exchange (as defined in resolution numbered 1 set out in the notice of the special general meeting of the Company dated 27 June 2007) or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong (the "Securities and Futures Commission") and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Rules Governing the Listing of Securities of the Stock Exchange or the rules and regulations of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares authorised to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly;
- (c) for the purposes of this Resolution, "Relevant Period" means the period from the date of passing this Resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, or any applicable law of Bermuda to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;
- (d) the general mandate to repurchase Shares granted to the Directors on 13 April 2007 be and is hereby revoked."

## NOTICE OF SGM

5. **“THAT** conditional upon resolutions numbered 3 and 4 set out in the notice of of the special general meeting of the Company dated 27 June 2007 being passed, the general mandate granted to the Directors to allot, issue and deal with additional Shares (as defined in resolution numbered 1 set out in the notice of this meeting) and to make or grant offers agreements and options which might require the exercise of such powers pursuant to resolution numbered 3 set out in the notice of this meeting be and is hereby increased and extended by the additional thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to the resolution numbered 4 set out in the notice of this meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date hereof.”

By Order of the Board  
**Recruit Holdings Limited**  
**Ho Suk Yi**  
*Executive Director*

Hong Kong, 27 June 2007

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal place of business in Hong Kong:*

26th Floor  
625 King's Road  
North Point  
Hong Kong